

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
----- x		

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF MICHIGAN     )  
                                  ) ss:  
COUNTY OF OAKLAND    )

Charles K. Veenstra, being duly sworn, deposes and says:

1. I am the principal of the law office of Charles K. Veenstra ("the Veenstra law office") which maintains an office at 631 Windsor Run, Bloomfield Hills, Michigan.
2. Neither I, the Veenstra law office, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit, except in connection with my past employment by General Motors Corporation, past employment by or current retirement from Delphi Technologies, Inc., or past or current legal services provided to the Debtors or General Motors Corporation.
3. The Veenstra law office has represented and advised the Debtors with respect to intellectual property aspects of the Debtors' businesses.
4. The Debtors have requested, and the Veenstra law office has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and the Veenstra law office proposes, to render legal services to the Debtors related to intellectual property matters.
5. The Veenstra law office's current fees arrangement is a fee of \$300 per hour.

6. Except as set forth herein, no promises have been received by the Veenstra law office or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. The Veenstra law office has no agreement with any entity to share with such entity any compensation received by the Veenstra law office.

8. The Veenstra law office and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. The Veenstra law office does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, the Veenstra law office, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which the Veenstra law office is to be engaged.

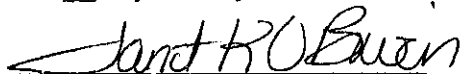
10. The foregoing constitutes the statement of the Veenstra law office pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

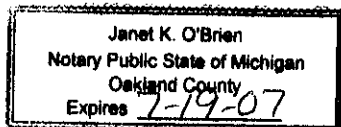


Charles K. Veenstra

Subscribed and sworn before me  
this 10<sup>th</sup> day of May 2006



Notary Public



CERTIFICATE OF SERVICE

Charles K. Veenstra hereby certifies that on 20 May 2006 I served a copy of the foregoing Affidavit of Legal Ordinary Course Professional upon the following interested parties via first class mail:

Delphi Corporation  
Attention: General Counsel  
5725 Delphi Drive  
Troy MI 48098

Latham & Watkins  
Attention: Mark A. Broude  
885 Third Avenue  
New York NY 10022

Skadden, Arps, Slate, Meagher & Flom  
Attention: John Wm. Butler, Jr.  
333 West Wacker Drive, Suite 2100  
Chicago IL 60606

Simpson Thacher & Bartlett LLP  
Attention: Marissa Wesley  
425 Lexington Avenue  
New York NY 10017

United States Trustee  
Attention: Alicia M. Leonhard  
33 Whitehall Street, Suite 2100  
New York NY 10044

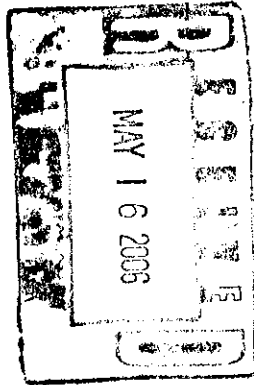
Davis Polk & Wardell  
Attention: Marlane Melican  
450 Lexington Avenue  
New York NY 10017

Dated 20 May 2006



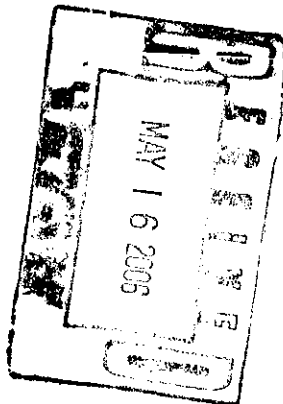
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Southern District of New York  
One Bowling Green  
New York NY 10004

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